



IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

FILED IN DISTRICT COURT  
OKLAHOMA COUNTY

Oklahoma Department of Securities )  
*ex rel.* Melanie Hall, Administrator, )  
 )  
Plaintiff, )  
 )  
v. )  
 )  
Premier Global Corporation et al., )  
 )  
Defendants. )

JUN 23 2023

RICK WARREN  
COURT CLERK

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Case No. CJ-2022-5066

Judge Don Andrews

**REPLY TO RESPONSE OF DEFENDANT RICHARD DALE DEAN TO RECEIVER'S  
MOTION FOR ORDER AUTHORIZING FUNDING OF LITIGATION IN TEXAS  
LITIGATION**

Eric L. Johnson (the "Receiver"), by and through counsel, hereby replies to Defendant Dean's Response (the "Response") to Receiver's Motion for Order Authorizing Funding of Litigation in Texas Litigation (the "Funding Motion"). The objection raised in the Response should be overruled, and the unrelated issues related to Defendant Dean's counsel legal fees should be disregarded. The Funding Motion should be granted.

**1. The Settlement of Texas ("SOT") Proceeds and Account**

After evaluation of the Texas Litigation<sup>1</sup>, the Receiver is proposing to use receivership funds to fund the attorneys' fees and expenses incurred therein. As stated in the Funding Motion, SOT is entirely owned by Defendant Dean and is a receivership asset. The thrust of the objection to the Funding Motion are provisions that would place any recoveries from the Texas Litigation in a segregated account held by the Receiver and subject to further Court order. Defendant Dean rejects this concept and asserts that such monies be placed in a SOT account outside the control of

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<sup>1</sup> Unless otherwise defined herein, capitalized terms shall have the same meaning as set forth in the Funding Motion.

the Court and Receiver, presumably under Defendant Dean's unfettered control and direction. Such a concept is untenable to the Receiver.

In essence, Defendant Dean's Response argues form over substance with respect to the SOT. The Court's Order Freezing Assets (Ex. 1) (the "Asset Freeze Order") states that all assets of Defendant Dean were subject to the asset freeze (the "Assets"). Specifically, the Asset Freeze Order applies to:

...The freeze shall include, but not be limited to, funds, securities and properties, real and personal, tangible and intangible, of whatever kind and description, and whatever situated, held by or under the direct or indirect control of the Premier Defendants, whether held in the name of the Premier Defendants, whether held in the name of the Premier Defendants for the direct or indirect beneficial interest of any Premier Defendant, in whatever form such assets may presently exist... [See Ex. 1, p. 2].

As stated above, Defendant Dean owns 100% of the SOT. Accordingly, any SOT funds or accounts fit within this language. Defendant Dean is readily obtaining the SOT funds which shows his beneficial interest and because he is the 100% owner of the SOT, it clearly makes him a direct or indirect holder of a beneficial interest and thus, such SOT funds are subject to and governed by the Asset Freeze Order.<sup>2</sup>

The Receivership Order places the Assets under control of the Receiver. *See generally*, Order Appointing Receiver dated October 31, 2022, *Oklahoma Department of Securities ex rel. Melanie Hall, Administrator vs. Premier Global Corporation, et. al.*, Case No. CJ-2022-5066. Under the Receivership Order, the Receiver is directed to, among other things:

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<sup>2</sup> Contrary to Defendant Dean's Response at paragraph 7, ODS has not acknowledged or agreed that the SOT is not governed by the Order Freezing Assets. The representation in paragraph 8 of Exhibit A to Dean's Response, is limited to certain identified LLC Life Settlement accounts and does not reference the SOT accounts.

- “to take exclusive and immediate custody, possession and control of any and all Assets, as well as any records or documents relating in any way to the Assets, wherever situated.”
- “to conserve, hold and protect the Assets, pending further action by this Court. The Receiver shall assume control over the income and profits therefrom and all sums of money now or hereafter due and owing to the Receivership Entities....”

*Id.* October 31, 2022, Order, ¶¶1, 5, pp.3-4. SOT is an Asset<sup>3</sup> as are any incomes or profits generated therefrom.<sup>4</sup>

In compliance with the Receivership Order, the Receiver requests that SOT’s share of any future recovery be deposited in a segregated receivership account connected with the Richard Dean receivership action and the disposition of such funds remain subject to the further orders of this Court.<sup>5</sup> In other words, the Receiver is asking the Court to continue allowing Receiver to protect the assets and handle the SOT funds according to what is best for the Receivership Estate. The depositing of any future recovery into the segregated receivership account is not only consistent with the Court’s Orders entered to date but is consistent with the preservation of the Receivership Estate and its assets.

## **2. Defendant Dean’s Attorney Fees**

Defendant Dean indirectly attempts to bring before the Court issues of payment of Dean’s personal attorneys’ fees (“Dean’s Fees”) without filing the proper motion to do so. There is no

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<sup>3</sup> Contrary to Defendant Dean’s Response at paragraph 7, ODS has not acknowledged or agreed that the SOT is not governed by the Order Freezing Assets. The representation in paragraph 8 of Exhibit A to Dean’s Response, is limited to certain identified LLC Life Settlement accounts and does not reference the SOT accounts.

<sup>4</sup> It should be noted that the previous distribution from the Texas Litigation resulted in the SOT funds being deposited in the personal account of Defendant Dean, and as such are recognized as a receivership asset.

<sup>5</sup> Furthermore, why should the Receiver incur the expense and risk of not having the advanced funds replenished if at a minimum he is not assured of the safe keeping of any recovery?

linkage between the payment of Dean's Fees and the funding of the Texas Litigation, nor should there be. The payment of such attorney fees is pursuant to the Court's March 14, 2023, Order, as subsequently modified by its April 20, 2023, Order. As set forth in the March 14, 2023, Order, the payment of such fees is subject to Dean's compliance with respect to various provisions of the March 14, 2023, Order, as modified by the April Order. Any additional Orders entered by the Court "authorizing" such payments must be read in conjunction with the March 14, 2023, Order.<sup>6</sup> The Receiver is currently assessing the extent of such compliance. It is the Receiver's intent to provide his assessment to the parties and the Court prior to the hearing on the Funding Motion. However, it remains the Receiver's position that bootstrapping such an issue to the Funding Motion is improper. Further, it is unnecessary for the Court to take up this issue when ruling on the Funding Motion. This is especially true while Defendant Dean's cooperation and compliance remains at issue.<sup>7</sup>

WHEREFORE, Receiver respectfully requests that his Emergency Motion of Receiver for Order Authorizing Funding of Litigation Fees in Texas Litigation be granted, that Defendant Dean's relief requested in his Response be denied, that SOT's share of any future recovery be deposited in a segregated receivership account connected with the Richard Dean receivership

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<sup>6</sup> The Receiver believes he is in compliance the Court's underlying orders and has followed the procedures and parameters set forth therein. Dean's compliance is another matter. It should be noted that several of the Orders "authorizing" (but not directing) the payment of the Receiver's fees were not entered until June 9. As Dean's counsel knows, the Receiver has been out of the office since June 9, most recently because of a serious accident to a family member. Further, the Receiver followed the procedures set forth in the March 14, 2023, Order and submitted *in camera* proposed orders.

<sup>7</sup> It is the Receiver's genuine desire that such issues can be resolved without Court intervention, but nevertheless, Defendant Dean raising them in response to the Funding Motion is premature at best.

action, and that the dispositions of such fund shall remain subject to further orders of the Court, together with such further relief as this Court deems just and equitable.

Date: June 23, 2023

Respectfully submitted,

SPENCER FANE LLP

By: 

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### **CERTIFICATE OF SERVICE**

I hereby certify that on June 23, 2023, a true and correct copy of the above and foregoing was sent electronically to all parties requesting electronic notice and mailed to the parties who have mailing addresses and have entered an appearance.

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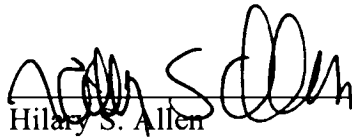
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Oklahoma Department of Securities  
*ex rel.* Melanie Hall, Administrator,  
Plaintiff,

v.

Premier Global Corporation, a Kansas corporation,  
formerly known as Premier Construction Services,  
Inc., and doing business as Premier Construction  
Billing;  
Premier Factoring, LLC, a Kansas limited  
liability company;  
PF-2, LLC, a Kansas limited liability company;  
PF-3, LLC, a Kansas limited liability company;  
PF-4, LLC, a Kansas limited liability company;  
PF-5, LLC, a Kansas limited liability company;  
PF-6, LLC, a Kansas limited liability company;  
PF-7, LLC, a Kansas limited liability company;  
DDI Advisory Group, LLC, a Kansas limited  
liability company;  
Steve Jonathan Parish, an individual;  
Richard Dale Dean, an individual;  
Premier Marketing Management,  
a Kansas corporation;  
Joshua Dane Owen, an individual;  
J&H Holdings, LLC, a cancelled Oklahoma  
limited liability company;  
Kyle Blackburn, an individual;  
Mitzimack, Inc., an Oklahoma corporation;  
Erika Greggs, an individual;  
Elkins & Associates Inc., an Oklahoma corporation;  
Clyde Edward Elkins, an individual;  
James Scott Stanley, an individual;  
Brent Lee Worley, an individual;  
Byron Kent Freeman, an individual;  
Karen Lynne Freeman, an individual; and  
Jay Michael Bogdahn, an individual,  
Defendants.

Case No. CJ-2022-5066



ORDER FREEZING ASSETS, ORDER PROHIBITING DISPOSITIO  
AND ORDER PROHIBITING DESTRUCTION OR DISPOSITIO

This matter came on for hearing this <sup>th</sup>14 day of Oct., 2022, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon Plaintiff's Petition for Permanent Injunction and Other Relief ("Petition") and the Plaintiff's *Application for Order Freezing Assets and Other Relief* ("Application") filed pursuant to Section 1-603 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2022).

It appears to this Court from the facts alleged in Plaintiff's Petition and Application that Plaintiff is entitled to the relief requested in the Application. It further appears that the public will suffer irreparable damage and injury unless such relief is granted.

It also appears to the Court that if the issuance of this Order is further delayed there is a strong likelihood that investor funds may be lost to the detriment of those investors.

IT IS HEREBY ORDERED that the assets of the following Defendants: Premier Global Corporation; Premier Factoring, LLC; PF-2, LLC; PF-3, LLC; PF-4, LLC; PF-5, LLC; PF-6, LLC; PF-7, LLC; DDI Advisory Group, LLC; Steve Jonathan Parish; Richard Dale Dean; Premier Marketing Management; and Joshua Dane Owen (the "Premier Defendants") be, and hereby are, frozen ("Assets"). The freeze shall include, but not be limited to, funds, securities and properties, real and personal, tangible and intangible, of whatever kind and description, and wherever situated, held by or under the direct or indirect control of the Premier Defendants, whether held in the name of the Premier Defendants for the direct or indirect beneficial interest of any Premier Defendant, in whatever form such assets may presently exist; and those funds located in any bank or other depository or financial institution or securities brokerage firm. It shall also apply to accounts in the name of any individuals or entities controlled by the Premier Defendants or over which the Premier Defendants have signatory or other designated authority, if the funds are derived to any

extent from the activities alleged in Plaintiff's Petition. All banks or other depository or financial institutions or securities brokerage firms served with a copy of this Order shall cooperate with Plaintiff relating to implementation of this Order, including imposing a freeze on and prohibiting the disposition of any and all Assets, including accounts and funds, and producing records relating thereto. Facsimile or electronic transmission shall constitute service on the banks or other depository or financial institutions or securities brokerage firms.

IT IS FURTHER ORDERED that the Premier Defendants, their agents, servants, employees, assigns, and those persons, directly or indirectly, acting on their behalf, under their direction and control, and/or in active concert or participation with them who receive actual notice of the Order, by personal service, electronic submission, facsimile, or otherwise, and each of them from tampering with, mutilating, altering, erasing, concealing, removing, destroying or otherwise disposing of any and all books, records, documents, files, correspondence, electronically stored data, and information stored in computer maintained form, pertaining to or referring to the Premier Defendants and any of their subsidiaries or affiliates, and any financial transactions by the Premier Defendants or to which the Premier Defendants and/or investors were parties.

IT IS FURTHER ORDERED that the Premier Defendants, their agents, servants, employees, assigns and all those persons, directly or indirectly, acting on their behalf, under their direction and control, and/or in active concert or participation with them, who receive actual notice of the Order, by personal service, electronic transmission, facsimile or otherwise, and each of them from, directly or indirectly, transferring, withdrawing, concealing, removing, destroying, or otherwise disposing of any and all Assets of the Premier Defendants.

IT IS FURTHER ORDERED that the Premier Defendants allow representatives of the Oklahoma Department of Securities access to any and all documents relating to the sales of

securities and the business of the Premier Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, including, but not limited to, books, records, tapes, discs, accounting data, checks, correspondence, forms, advertisements, brochures, manuals, electronically stored data, bank records, customer and investor lists, customer and investor files, telephone records, ledgers, payroll records, to include such information stored in computer maintained form.

IT IS FURTHER ORDERED that the Premier Defendants shall provide notice of this Order to each of their affiliates, successors, directors, officers, and each of their employees, salespersons, representatives, and independent contractors.

THIS ORDER IS ENTERED this 14<sup>th</sup> day of Oct., 2022, at 2:20, P.m.

Cindy H. Thomas  
DISTRICT COURT JUDGE

Approved as to Form:

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